

ARTICLES OF CONVERSION**FILED**
In the Office of the
Secretary of State of Texas**ANGEL BROTHERS ENTERPRISES, INC.****JUN 27 2000****Corporations Section**

The undersigned, a natural person of the age of eighteen (18) years or more, a citizen of the State of Texas, acting as President of a corporation under the Texas Business Corporation Act, hereby adopts the following Articles of Conversion of such Corporation:

ARTICLE I

ANGEL BROTHERS ENTERPRISES, INC., a Texas Business Corporation, which was formed by the following progression of documents:

- A. ANGEL BROTHERS ENTERPRISES, INC., a Texas Business Corporation chartered on March 27, 1972, Charter No. 003042500.

ARTICLE II

An executed Plan of Conversion from ANGEL BROTHERS ENTERPRISES, INC. to ANGEL BROTHERS ENTERPRISES, LTD. is on file at ANGEL BROTHERS ENTERPRISES, INC.'s principal place of business located at 5210 West Road, Baytown, TX 77522 and following the conversion, an executed copy of the Plan of Conversion will be on file at the principal place of business of ANGEL BROTHERS ENTERPRISES, LTD. which is located at 5210 West Road, Baytown, TX 77522.

ARTICLES OF CONVERSION

ARTICLE III

A copy of the plan of conversion will be furnished by ANGEL BROTHERS ENTERPRISES, INC. prior to the conversion or by ANGEL BROTHERS ENTERPRISES, LTD. after the conversion, on written request and without cost to any shareholder of ANGEL BROTHERS ENTERPRISES, INC. and/or any partner of ANGEL BROTHERS ENTERPRISES, LTD.

ARTICLE IV

The number of outstanding shares of ANGEL BROTHERS ENTERPRISES, INC. is 1,000 and there are no shares issued as class or series shares.

ARTICLE V

The number of outstanding shares voting in favor of the Plan of Conversion was 1,000, being a unanimous vote in favor of the Plan of Conversion.

ARTICLE VI

The effective date of the conversion shall be July 1, 2000.

ARTICLE VII

The entity being created by the conversion will be responsible for any franchise taxes still owed by the converting entity.

ARTICLE VIII

The plan of conversion was duly authorized by all action required by the laws under which it was organized and by its constituent documents.

ARTICLES OF CONVERSION

IN WITNESS WHEREOF, the undersigned, being the President of ANGEL BROTHERS ENTERPRISES, INC., a Texas Business Corporation, executes these Articles of Conversion and certifies to the truth of the facts stated herein effective this the 27th day of June, 2000.

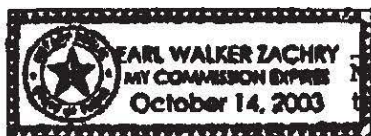
ANGEL BROTHERS ENTERPRISES, INC.

By: 

Greg Angel, President

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 27th day of June, 2000, by Greg Angel, President of ANGEL BROTHERS ENTERPRISES, INC., known to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.




Notary Public in and for
the State of Texas

**PLAN OF CONVERSION FOR
ANGEL BROTHERS ENTERPRISES, INC.**

THIS PLAN OF CONVERSION is entered into effective July 1, 2000, by ANGEL BROTHERS ENTERPRISES, INC., a Texas corporation, which is converting to a Limited Partnership organized under the laws of Texas.

1. ANGEL BROTHERS ENTERPRISES, INC. hereby adopts this Plan of Conversion, in order to convert to ANGEL BROTHERS ENTERPRISES, LTD.

2. By the conversion, ANGEL BROTHERS ENTERPRISES, INC. will be continuing its existence in the form of a Texas Limited Partnership.

3. Shares in ANGEL BROTHERS ENTERPRISES, INC. will be converted to partnership interests in ANGEL BROTHERS ENTERPRISES, LTD.

4. The Certificate of Limited Partnership of ANGEL BROTHERS ENTERPRISES, LTD. is attached as Exhibit "A" to this plan as well as the Articles of Incorporation of ANGEL BROTHERS MANAGEMENT, INC., General Partner of ANGEL BROTHERS ENTERPRISES, LTD.

5. The conversion will become effective July 1, 2000 and after the filing of the Articles of Conversion with the Texas Secretary of State and on compliance with the organizational requirement of the State of Texas.

Dated: June 27, 2000

ANGEL BROTHERS ENTERPRISES, INC.

By: 

Greg Angel, President

003538
2000/6/27

**RESOLUTION OF THE BOARD OF DIRECTORS
OF
ANGEL BROTHERS ENTERPRISES, INC.**

The Board of Directors of ANGEL BROTHERS ENTERPRISES, INC. met on the below date for the purpose of passing a resolution approving a plan of reorganization converting the corporation into a Texas Limited Partnership. The following resolution was unanimously approved:

RESOLVED that the attached Plan of Reorganization and Plan of Conversation be approved and Articles of Conversation be filed converting the corporation into a Texas Limited Partnership. The Board of Directors hereby authorize Greg Angel to execute any and all documents necessary in connection with the conversion.

APPROVED:


Greg Angel, Director
Gary Angel, Director
Glenn Angel, Director

DATE:

6/27/006/27/006/27/00

RESOLUTION OF THE SHAREHOLDERS OF ANGEL BROTHERS ENTERPRISES, INC.

The Shareholders of ANGEL BROTHERS ENTERPRISES, INC. met on the below date for the purpose of passing a resolution approving a plan of reorganization converting the corporation into a Texas Limited Partnership. The following resolution was unanimously approved:

RESOLVED that the attached Plan of Reorganization and Plan of Conversion be approved and Articles of Conversion be filed converting the corporation into a Texas Limited Partnership. The Shareholders hereby authorize Greg Angel to execute any and all documents necessary in connection with the conversion.

APPROVED:

DATE:


Greg Angel, Shareholder

6/27/00


Glenn Angel, Shareholder

6/27/00


Luanne Angel, Shareholder

6/27/00


Billy Chase Angel, Shareholder
Greg Angel, Custodian UGMA


6/27/00


Ashley Chase Angel, Shareholder
Glenn Angel, Custodian UGMA

6/27/00


Derek Chase Angel, Shareholder
Glenn Angel, Custodian UGMA

6/27/00


Breelan Angel, Shareholder
Gary Angel, Custodian UGMA

6/27/00

APPROVED:

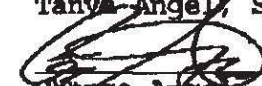
DATE:


Gary Angel, Shareholder

6/27/00


Tanya Angel, Shareholder


6/27/00


Chance Angel, Shareholder
Greg Angel, Custodian UGMA


6/27/00


Austin Angel, Shareholder
Greg Angel, Custodian UGMA

6/27/00


Seth Angel, Shareholder
Glenn Angel, Custodian UGMA

6/27/00


Slate Angel, Shareholder
Gary Angel, Custodian UGMA

6/27/00

**PLAN OF REORGANIZATION FOR
ANGEL BROTHERS ENTERPRISES, INC.**

THIS PLAN OF REORGANIZATION is entered into effective July 1, 2000, by ANGEL BROTHERS ENTERPRISES, INC., a Texas corporation, which is converting to a Limited Partnership organized under the laws of Texas.

1. ANGEL BROTHERS ENTERPRISES, INC. hereby adopts this Plan of Reorganization, in order to convert to ANGEL BROTHERS ENTERPRISES, LTD.

2. By the reorganization, ANGEL BROTHERS ENTERPRISES, INC. will be continuing its existence in the form of a Texas Limited Partnership.

3. Shares in ANGEL BROTHERS ENTERPRISES, INC. will be converted to partnership interests in ANGEL BROTHERS ENTERPRISES, LTD.

A. 1,000 shares of stock shall be distributed to the shareholders as follows:

Greg Angel	297 shares	Gary Angel	297 shares
Glenn Angel	309 shares	Tanya Angel	12.5 shares
Luanne Angel	12.5 shares	Chance Angel	9 shares
Billy Chase Angel	9 shares	Austin Angel	9 shares
Ashley Angel	9 shares	Seth Angel	9 shares
Derek Angel	9 shares	Slate Angel	9 shares
Breelan Angel	9 shares		

B. Greg Angel, Gary Angel, and Glenn Angel will each transfer 3 1/3 shares of stock into ANGEL BROTHERS MANAGEMENT, INC., which shall serve as a general partner of the limited partnership.

C. The former shareholders of ANGEL BROTHERS ENTERPRISES, INC. shall hold limited partnership interests in ANGEL BROTHERS ENTERPRISES, LTD. as follows:

Greg Angel	29.3667 %	Gary Angel	29.3667 %
Glenn Angel	30.5666 %	Tanya Angel	1.2500 %
Luanne Angel	1.2500 %	Chance Angel	0.9000 %
Billy Chase Angel	0.9000 %	Austin Angel	0.9000 %
Ashley Angel	0.9000 %	Seth Angel	0.9000 %
Derek Angel	0.9000 %	Slate Angel	0.9000 %
Breelan Angel	0.9000 %		

4. The Certificate of Limited Partnership of ANGEL BROTHERS ENTERPRISES, LTD. is attached as Exhibit "A" to this plan as well as the Articles of Incorporation of ANGEL BROTHERS MANAGEMENT, INC., General Partner of ANGEL BROTHERS ENTERPRISES, LTD.

5. The conversion will become effective July 1, 2000 and after the filing of the Articles of Conversion with the Texas Secretary of State and on compliance with the organizational requirement of the State of Texas.

Dated: June 27, 2000

ANGEL BROTHERS ENTERPRISES, INC.

By: Greg Angel
Greg Angel, President

**CERTIFICATE OF LIMITED PARTNERSHIP
ANGEL BROTHERS ENTERPRISES, LTD.**

**ARTICLE I
NAME**

The name of the limited partnership shall be ANGEL BROTHERS ENTERPRISES, LTD.

**ARTICLE II
ADDRESS OF REGISTERED OFFICE**

The address of the limited partnership's registered office in Texas, and the name and address of the registered agent for service of process is:

Greg Angel
5210 West Road
Baytown, TX 77522

**ARTICLE III
ADDRESS OF PARTNERSHIP'S PRINCIPAL OFFICE**

The address of the limited partnership's principal office in the United States where records are required to be kept or made available is:

5210 West Road
Baytown, TX 77522

**ARTICLE IV
GENERAL PARTNER**

The name, mailing address and street of business or residence of the general partner are as follows:

ANGEL BROTHERS MANAGEMENT, INC.
5210 West Road
Baytown, TX 77522

**ARTICLE V
EFFECTIVE DATE**

This certificate of limited partnership shall be effective July, 1, 2000.

ARTICLE VI

This partnership is formed by conversion pursuant to the Texas Revised Limited Partnership Act and Articles 5.17, 5.18, 5.19 and

5.20 of the Texas Business Corporation Act. The name of the converting entity is ANGEL BROTHERS ENTERPRISES, INC., a Texas Business Corporation, which has its principal place of business at 5210 West Road, Baytown, TX 77522, and which was originally formed as follows:

- A. ANGEL BROTHERS ENTERPRISES, INC., a Texas Business Corporation chartered on March 27, 1972, Charter No 003042500.

I affirm, under penalty of perjury, that this certificate is executed effective June 27, 2000 and, to the best of my knowledge and belief, the facts stated in this certificate are true.

Signed:


ANGEL BROTHERS MANAGEMENT, INC.
General Partner of ANGEL BROTHERS ENTERPRISES, LTD.
Greg Angel, President